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### Articles of Amendment

filed pursuant to §7-90-301, et seq., §7-110-106 and §7-101-504 of the Colorado Revised Statutes (C.R.S.)

ID number: 20181768333

1. The domestic entity name for the corporation is

RushNet, Inc.

2. New entity name:

(if applicable)

\_\_\_\_\_

*(The following statement is adopted by marking the box.)*

☒ This is a Public Benefit Corporation

3. The purposes for which the corporation was formed are

**all legal purposes**

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

6. (Optional) Delayed effective date:

\_\_\_\_\_  
*(mm/dd/yyyy)*

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Goulding Randall \_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

1333 Sprucewood  
*(Street name and number or Post Office information)*

Deerfield IL 60015  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province – if applicable) United States (Country – if not US)*

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)*

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**STATE OF COLORADO  
CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RUSHNET, INC.**

**FIRST:** That the Board of Directors of RushNet, Inc. (the “Corporation”) by Unanimous Written Consent adopted resolutions setting forth proposed amendments to the Certificate of Incorporation of the Corporation as heretofore amended, declaring said amendments to be advisable and calling for the submission of such amendments to the stockholders of the Corporation for consideration thereof. Stockholders holding a majority of our voting power approved these actions. The resolutions setting forth the amendments are as follows:

**RESOLVED,** that the Certificate of Incorporation of the Corporation be amended by changing Article Three thereof so that, as amended, said Article shall be amended and read in its entirety as follows:

**ARTICLE THREE  
(As amended)**

Effective upon the filing of this Certificate of Amendment with the Secretary of State of the State of Colorado (the “Effective Time”), every 150 shares of Common Stock then issued and outstanding or held in the treasury of the Corporation immediately prior to the Effective Time shall automatically be combined into one (1) share of Common Stock, without any further action by the holders of such shares (the “Reverse Stock Split”); provided, however, that in the event that any shareholder would hold, following the Reverse Stock Split fewer than 100 shares, then the number of shares such shareholder would hold shall be rounded up to 100 shares. The Reverse Stock Split will be effected on a certificate-by-certificate basis; provided further however, that no fractional shares will be issued in connection with the Reverse Stock Split. Instead, the Corporation will issue to the stockholders one additional share of common stock to replace such fractional share.

The Reverse Stock Split shall occur automatically without any further action by the holders of the shares of Common Stock and Preferred Stock affected thereby. All rights, preferences and privileges of the Common Stock and the Preferred Stock shall be appropriately adjusted to reflect the Reverse Stock Split in accordance with this Amended and Restated Certificate of Incorporation. The par value of the of this Corporation’s Common Stock following the Reverse Stock Split shall be \$0.0001 per share, and the par value of the of this Corporation’s Preferred Stock following the Reverse Stock Split shall be \$0.0001 per share.

Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is one hundred million (100,000,000) shares, consisting of three classes of stock. The first class shall be designated “Common Stock”, par value \$0.0001 per share, the second class shall be designated “Series A Preferred Stock”, par value \$0.0001 per share and the third class shall be designated “Series B Preferred Stock”, par value \$0.0001 per share. The Corporation shall have the authority to issue 90,000,000 shares of common stock, 1,000,000 shares of Series A Preferred Stock, 1,000,000 shares of Series B Preferred Stock and 8,000,000 shares shall remain undesignated but authorized.

Non-Assessment of Stock. The capital stock of the Corporation, after the amount of the

subscription price has been fully paid by the subscriber to the Corporation, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed.

**No Personal Liability of Shareholders.** No shareholder of the Corporation, whether the holder of Common Stock or Preferred Stock is or shall become individually liable for the debts or liabilities of the Corporation.

The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional, and other rights, and the qualifications, limitations, or restrictions thereof, of the Corporation's series and classes of common and preferred stock, respectively, are as follows:

**a. Common Stock.**

(1) **Dividend Rate.** Subject to the rights of holders of the Series A Preferred Stock, having preference as to dividends and except as otherwise provided or limited in these Articles of Incorporation, as from time to time amended (hereinafter, the "Articles") or the CRS, the holders of Common Stock shall be entitled to receive dividends when, as, and if declared by the board of directors out of assets legally available therefor.

(2) **Voting Rights.** Except as otherwise provided by the CRS, for each duly authorized and issued, fully-paid and non-assessable share of Common Stock, the holder shall be entitled to one vote. No holder of shares of Common Stock shall have the right to cumulate votes.

(3) **Liquidation Rights.** In the event of liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, subject to the prior rights and reservations by holders of the Series A Preferred Stock, the holders of shares of Common Stock can share ratably in the Corporation's assets and shall share equally and ratably in the Corporation's assets available for distribution after giving effect to any liquidation preference of any shares of the Series A Preferred Stock. A merger, conversion, exchange, or consolidation of the Corporation with or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation. Who

(4) **No Conversion, Redemption, or Preemptive Rights.** Unless otherwise provided by the Corporation's board of directors, the holders of Common Stock shall not have any conversion, redemption, or preemptive rights.

(5) **Consideration for Shares.** Shares of Common Stock authorized by this article shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

**b. Series A Preferred Stock.**

(1) **Dividend Rate.** The holders of Series A Preferred Stock shall not be entitled to receive dividends.

(2) **Voting Rights.** Each holder of Series A Preferred Stock shall be entitled to notice of any stockholders' meeting and to vote upon any matter submitted to the stockholders for

a vote as follows:

the holder of each share of the Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of issued and outstanding shares of the corporation's Common Stock, plus the number of votes of all other classes of issued and outstanding shares of stock, and if applicable, of other financial instruments, each as of the record date for the vote, or, if no such record date shall be established, as of the date such vote is taken or any written consent of stockholders is effective, by (b) 1.1.

(3) Liquidation Rights. In the event of a liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series A Preferred Stock shall have no priority over the Corporation's assets available for distribution in the event of any liquidation or dissolution of the Corporation, but shall be entitled to distribution equal to that as though each share of Series A Preferred Stock was equal to 1000 shares of common stock. A merger, conversion, exchange, or consolidation of the Corporation with or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation.

(4) Conversion, Redemption, or Preemptive Rights. The holders of Series A Preferred Stock shall have no right to convert shares of Series A Preferred Stock to Common Stock.

c. Series B Preferred Stock.

(1) Dividend Rate. The holders of Series B Preferred Stock shall not be entitled to receive dividends.

(2) Voting Rights. Each holder of Series B Preferred Stock shall be entitled to one vote for each one share of Series B Preferred Stock held.

(3) Liquidation Rights. In the event of a liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series B Preferred Stock shall have no priority over the Corporation's assets available for distribution in the event of any liquidation or dissolution of the Corporation, but shall be entitled to distribution equal to that as though each share of Series B Preferred Stock was equal to one share of common stock. A merger, conversion, exchange, or consolidation of the Corporation with or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation.

(4) Conversion, Redemption, or Preemptive Rights. The holders of Series B Preferred Stock shall have a right to convert shares of Series B Preferred Stock to Common Stock, at the rate of one share of common stock for each share of Series B Preferred Stock.

**SECOND:** That pursuant to Colorado Revised Statutes ("CRS"), a consent setting forth resolutions approving the amendments set forth above was signed by holders of outstanding stock having not less than the minimum number of votes necessary to authorize or take action at a meeting at which all shares entitled to vote thereon were present and voted.

**THIRD:**

That said amendments were duly adopted in accordance with the applicable provisions of Colorado Revised Statutes.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed this December 15, 2021.

By: /s/ Ashley Sweat, Chairman of the Board